

RULES OF ENGAGEMENT (ROE)

BETWEEN THE IPO, PDRR CONTRACTORS, IPO SENSOR CONTRACTORS,

NASA SENSOR CONTRACTOR, NASA NPP TEAM MEMBERS, AND NPP

CONTRACTORS DURING THE PERIOD O/A 01 FEBRUARY 2002 THROUGH O/A

01 OCTOBER 2002

UPDATED 08 FEBRUARY 2002

TABLE OF CONTENTS

<u>CHAPTER</u>	<u>TITLE</u>	<u>PAGE(S)</u>
I.	DEFINITIONS	3
II.	GROUND RULES and ASSUMPTIONS	5
III.	INTERACTIONS BETWEEN the IPO and the PDRR CONTRACTORS CONCERNING PDRR MATTERS	6
IV.	INTERACTIONS BETWEEN the IPO and the PDRR CONTRACTORS CONCERNING EMD MATTERS	6
V.	INTERACTIONS BETWEEN the PDRR CONTRACTORS and IPO SENSOR CONTRACTORS	7
VI.	INTERACTIONS BETWEEN the IPO and the IPO SENSOR CONTRACTORS	7
VII.	INTERACTIONS BETWEEN the IPO and the NASA SENSOR CONTRACTORS	7
VIII.	INTERACTIONS BETWEEN the PDRR CONTRACTOR and the NASA NPP TEAM MEMBERS	7
IX.	INTERACTIONS BETWEEN the PDRR CONTRACTORS and the NASA NPP SPACECRAFT CONTRACTOR	7
X.	INTERACTIONS BETWEEN the PDRR CONTRACTORS, the IPO and the IPO SENSOR CONTRACTORS CONCERNING the NPOESS SENSOR CONTRACT(S)	8
XI.	INTERACTIONS BETWEEN the PDRR CONTRACTOR and the NASA SENSOR CONTRACTOR	8
XII.	INTERACTIONS BETWEEN the IPO SENSOR CONTRACTORS and the NASA NPP SPACECRAFT CONTRACTOR	8
XIII.	INTERACTIONS BETWEEN the PDRR CONTRACTORS and the NPOESS OPERATIONAL ALGORITHM TEAM (OATs)	8

ATTACHMENT 1

I. DEFINITIONS

1. Blackout Rule - No person in industry can talk to any person in the Government regarding the on-going EMD source selection, except for exchanges routed through the EMD contracting officer
2. ICSR - NPOESS Issue/Clarification/Support/Request Form - means to allow contractors to proposed specification changes and allow for IPO preliminary review/coordination of changes to specifications prior to formal PRB/CCB action. The use of ICSRs is appropriate only for the on-going PDRR Contracts and the IPO Sensor Contracts, NOT for the EMD Source Selection.
3. IPO Sensors Contractors:
 - Aerosol Polarimetry Sensor (APS) - Ball Aerospace, Boulder, CO,
Raytheon, SBRS, Goleta, CA, and SpecTIR, Goleta, CA
 - Conical Microwave Imager Sounder (CMIS) - Boeing Space Systems, El
Segundo, CA
 - Cross-Track Infrared Sensor (CrIS) - ITT, Fort Wayne, IN
 - GPS Occultation Sensor (GPSOS) - Saab Ericsson, Gothenburg, Sweden
 - Ozone Mapping and Profiles Suite (OMPS) - Ball Aerospace, Boulder, CO
 - Visible/Infrared Imager Radiometer Suite (VIIRS) - Raytheon, Santa
Barbara Remote Sensing (SBRS), Goleta, CA
4. MFR - Memorandum For Record
5. NASA Sensor Contractor - ATMS Sensor Contractor - Northrup Grumman,
Azusa, CA
6. NASA NPP Contractor - NASA effort is currently going through a competitive
down-selection from two (2) contractors to one contractor. The competing
contractors are Ball Aerospace, Boulder, CO and Spectrum Astro, Gilbert, AZ
7. NPOESS - National Polar-orbiting Operational Environmental Satellite System
8. NPOESS PCO - Procuring Contracting Officer:
 - APS - Jay Moore, (301) 427-2084 x112
(e-mail: Jay.Moore@noaa.gov)
 - CMIS - Robert G. Graham, (310) 336-4539 or (301) 427-2084 x215
(e-mail: RobertG.Graham@losangeles.af.mil and/or Robert.Graham@noaa.gov)
 - CrIS - Barbara Polston, (301) 427-2084 x145
(e-mail: Barbara.Polston@noaa.gov)

EMD - John Inman, (301) 427-2084 x162

(e-mail: John.Inman@noaa.gov)

GPSOS - Jeffrey W. Dedrick, (310) 336-4539 or (301) 427-2084 x212

(e-mail: Jeffrey.Dedrick@losangeles.af.mil and/or Jeff.Dedrick@noaa.gov)

OMPS - Barbara Polston, (301) 427-2084 x145

(e-mail: Barbara.Polston@noaa.gov)

PDRR - Jeffrey W. Dedrick, (310) 336-4539 or (301) 427-2084 x212

(e-mail: Jeffrey.Dedrick@losangeles.af.mil and/or Jeff.Dedrick@noaa.gov)

VIIRS - Jeffrey W. Dedrick, (310) 336-4539 or (301) 427-2084 x212

(e-mail: Jeffrey.Dedrick@losangeles.af.mil and/or Jeff.Dedrick@noaa.gov)

9. NPP - NPOESS Preparatory Project
10. PDRR - Preliminary Definition and Risk Reduction
11. PDRR Contractors - Lockheed Martin, Sunnyvale, CA and TRW Space, El Segundo, CA.
12. PDRR Program Manager (PM) - Lt. Col. Peter Linnemann, (301) 427-2084 x151
(e-mail: Peter.Linnemann@noaa.gov)

II. GROUND RULES and ASSUMPTIONS

1. The blackout period during which the blackout rule applies starts 01 Feb 2002 and continues through NPOESS EMD Contract award (estimated to occur on or about 31 Aug 2002).
2. The term “blackout” refers to subject matter (i.e. EMD Source Selection materials/issues), not people.
3. The PCO for the PDRR Contracts is not a member of the NPOESS EMD SSET.
4. These ROEs are in addition to the MFR entitled “Rules of Engagement, Contractor Working Relationships for NPOESS/IPO Contractors”, dated 10 March 2000 (Attachment 1).
5. Any violations of these rules (rules of engagement in this document and Attachment 1) will be handled in accordance with FAR 3.102.

III. INTERACTIONS BETWEEN the IPO and the PDRR CONTRACTORS CONCERNING PDRR MATTERS

1. During the “black-out period”, all communications concerning the NPOESS Program (except as provided herein (Section X, Interactions Between the PDRR Contractors, the IPO and the IPO Sensor Contractors Concerning the NPOESS Sensor Contract(s), pg. 8) and those concerning the EMD RFP and/or Proposal) between the PDRR Contractors and IPO will be handled in accordance with the following:
 - A. Will only be sent to the PDRR Program Manager (PM) and the PDRR PCO,
 - B. Must be sent by either (or both) the PDRR Contractors’ PM or Contract person.
2. The PDRR Contractors are reminded that all information exchanged during such communications, concerns only the PDRR contracts, and does not constitute technical or contractual direction unless the PDRR PCO provides such direction.
3. The PDRR Contractors are advised that they need to continue all efforts and meet all requirements of their PDRR Contracts. This includes but is not limited to the holding of IPT meetings which the IPO may choose to attend or not attend.
4. The PDRR Contractors may still submit ICSRs and respond to the NPOESS Sensor Contract ICSRs.

IV. INTERACTIONS BETWEEN the IPO and the PDRR CONTRACTORS CONCERNING EMD MATTERS

1. Upon release of the final NPOESS EMD RFP, the IPO will not provide direction or input to the PDRR Contractors regarding format and content of the NPOESS EMD RFP, and/or the NPOESS EMD Offerors’ Proposal.
2. All communications (concerning the EMD RFP and/or Proposal) between the EMD Offerors and the Government will be through the EMD PCO.

V. INTERACTIONS BETWEEN the PDRR CONTRACTORS and IPO SENSOR CONTRACTORS

1. No new/additional restrictions.

VI. INTERACTIONS BETWEEN the IPO and the IPO SENSOR CONTRACTORS

1. No new/additional restrictions beyond the normal “blackout rules” applying to communications with industry about the on-going source selection.
2. Except through the EMD PCO there will be no interactions between the IPO and IPO Sensor Contractor concerning their subcontract with the EMD Offerors.

VII. INTERACTIONS BETWEEN the IPO and the NASA SENSOR CONTRACTORS

1. No new/additional restrictions beyond the normal “blackout rules” applying to communications with industry concerning on-going source selections.
2. Except through the EMD PCO there will be no interactions between the IPO and NASA Sensor Contractor concerning their subcontract with the EMD Offerors.

VIII. INTERACTIONS BETWEEN the PDRR CONTRACTOR and the NASA NPP TEAM MEMBERS

1. In regards to NPOESS or NPP issues only, the PDRR Contractors are not to communicate directly with NASA NPP personnel. All communications must be sent through the IPO PDRR Contract(s) PCO.

IX. INTERACTIONS BETWEEN the PDRR CONTRACTORS and the NASA NPP SPACECRAFT CONTRACTOR

1. No new/additional restrictions.

X. INTERACTIONS BETWEEN the PDRR CONTRACTORS, the IPO and the IPO SENSOR CONTRACTORS CONCERNING the NPOESS SENSOR CONTRACT(S)

1. The PDRR contractors will be able to continue to support meetings, respond to ICSRs, and provide technical inputs to issue(s) arising on the Sensor Contracts.
2. This support will include interactions with the IPO Instrument Managers (IM) and respective PCOs and will be limited to discussions concerning the Sensor Contract only.

XI. INTERACTIONS BETWEEN the PDRR CONTRACTOR and the NASA SENSOR CONTRACTOR

1. No new/additional restrictions.

XII. INTERACTIONS BETWEEN the IPO SENSOR CONTRACTORS and the NASA NPP SPACECRAFT CONTRACTOR

1. No new/additional restrictions.

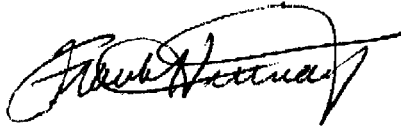
XIII. INTERACTIONS BETWEEN the PDRR CONTRACTORS and the NPOESS OPERATIONAL ALGORITHM TEAM (OATs)

1. During the “black-out period”, all communications concerning the NPOESS Program between the PDRR Contractors and NPOESS OATs will be handled in accordance with the following:
 - A. Will only be sent to the PDRR Program Manager (PM) and the PDRR PCO,
 - B. Must be sent by either (or both) the PDRR Contractors’ PM or Contract person.
2. The PDRR Contractors are reminded that all information exchanged during such communications, concerns only the PDRR contracts, and does not constitute technical or contractual direction unless the PDRR PCO provides such direction.

ATTACHMENT 1

MEMORANDUM FOR RECORD

10 March 2000



FROM: FRANK HINNANT, Colonel, USAF
Associate Director for Acquisition
Integrated Program Office
E/IP - Centre Building
Colesville Road, Suite 1450
Silver Spring, Maryland 20910

SUBJECT: Rules of Engagement, Contractor Working Relationships for
NPOESS/IPO Contractors

REF: IPO/SPD Memorandum for Record (MFR) dated 1 February 2000

1. **General.**

a. The referenced memorandum is hereby rescinded and replaced by this memorandum. The purpose of this memorandum is to revise the NPOESS/IPO working relationship policy for its contractors within the NPOESS and NPOESS Preparatory Project (NPP) Programs. This policy is applicable to Government personnel, Government support contractors, the NPOESS Sensor Payload and Algorithm Development contractors, and the Program Definition and Risk Reduction (PDRR) contractors. This policy does not govern the interactions of the Advanced Technology Microwave Sensor (ATMS) contractors, the NPP contractors not under IPO control, nor the NPOESS Leveraged Payload contractors (Although, the IPO would like to be informed when these interactions do take place). However, NASA may provide guidance for interactions between these contractors. This policy also does not cover contracts that exist between contractors.

b. The IPO is engaged in a progressive down-select acquisition strategy. This strategy requires that particular care be exercised in managing the exchange of data and information (collectively referred to as data) to ensure the equitable treatment of all parties, and to preclude the unauthorized release of source selection information or proprietary data. A significant amount of data pertinent to the NPOESS program exists and will be developed over the course of the program. Government agencies involved in NPOESS conduct studies, collect data, and perform technology demonstrations on an on-going basis. NPOESS contractors also develop data, most of which is proprietary in nature. Access to this data provides valuable insight to the NPOESS contractors during the course of their development efforts. The IPO's policy is to provide these contractors

access to Government data and contractor-developed data to the greatest extent possible, consistent with any restrictions associated with the dissemination of that data.

2. Meeting Policy

a. The IPO intends to have PDRR contractors, sensor and algorithm contractors, and Leveraged Payload contractors attend each other's reviews once all of the sensor contractor/PDRR Non-Disclosure Agreements and/or Associate Contractor Agreements are in place.

b. All other meetings and discussions (excluding routine telephone calls) between NPOESS contractors shall be formally coordinated with the appropriate IPO IPT point of contact (POC) and/or Instrument Manager (IM) before they take place. These include video-teleconference or conference call interchanges; however, routine telephone calls are excluded. At its option, the IPO may have a representative present at such meetings. If a PDRR contractor deems it necessary to meet with one or more sensor contractors, the PDRR contractor shall submit a brief meeting agenda to the appropriate IPO manager. The same applies if a sensor contractor deems it necessary to meet with one or more PDRR contractors. After all meetings, the PDRR contractor shall provide minutes of the meeting which capture the essential elements of the meeting and include a descriptive list of contractor or other data requested. Any agreements reached, follow-up actions, or requests of the Government shall be documented in the ICSR process. Data shall only be exchanged at, or as a result of, these meetings in accordance with Paragraph 4. The IPO will consider all meetings between sensor and PDRR contractors and the data discussed therein as proprietary and/or source selection information.

c. For meetings relating to NPOESS issues with other Government agencies, the requesting contractor shall provide an agenda of the discussion topic(s) or a summary of data requests, to the appropriate IPO manager (IM or IPT POC) no less than one week in advance. This notification is required to provide the IPO manager the opportunity to attend the meeting or participate via video teleconference or conference call. This advance notice also provides adequate time for the IPO to inform the Government agency about the NPOESS acquisition process and its data exchange policy, if necessary.

d. The following are guidelines during meetings and discussions between NPOESS contractors:

(1) NPOESS contractors are advised that technical positions or requirements interpretations expressed by any Government personnel other than the cognizant IM or IPT POC do not represent official IPO positions, and shall not be relied upon in performing any NPOESS program contract requirements or in the submission of down-select proposals. In addition,

any interpretation provided by any Government representative will not be construed as tasking of the contractor, or as explicit/implicit Government approval that is required to come from the Procuring Contracting Officer (PCO). Contractors solicit and/or act on any such advice or information wholly at their own risk. Information obtained from other contractors or government representatives does not abrogate the contractors' responsibilities in performance of their contract. This cautionary note applies equally to advice or information obtained from support contractors and program office advisors employed by the Government.

(2) Government and Government support personnel reactions to presentations made and discussions held will be restricted to clarification of intent and understanding of underlying rationale and analyses performed that lead to proposed contractor approaches.

(3) The individual preferences of Government and Government support personnel are not to be discussed.

3. **Official Notification Policy**

a. The PCO is the only Government official authorized to change the terms and conditions of the contract. Pending changes to the contract specifications shall be presented and approved by the IPO Configuration Control Board. In addition to notification of pending requirements changes by PCO letter, contractors shall be formally notified by the PCO in writing when the IPO determines that:

(1) A contractor's implementation approach (hardware or software) can not meet contract requirements. This notification shall be approved by the IPO Preliminary Review Board (PRB) prior to PCO notification. To protect the integrity of the contractor's development process, the IPO will not recommend or suggest concepts or approaches that may correct the deficiency.

(2) A particular approach to meeting a technical requirement is required by the Government.

(3) The quality of data submitted by the contractor falls below minimum acceptable standards.

b. The Associate Director for Acquisition, or designee, is authorized to:

(1) Officially notify the contractor in writing or via e-mail when a meeting between/among sensor contractors, other Government agencies, and/or PDRR contractors has been disapproved.

- (2) Release data that falls into the data categories described in 4c(3) and 4c(4).

c. The IPO manager (IM or IPT POC) is authorized to notify contractors on administrative actions such as:

- (1) Clarification of requirements, where the clarification does not impact contract cost, schedule, terms or conditions.
- (2) The status of Issue, Clarification, and Support Requests (ICSR). The PCO is the only Government official authorized to change the terms and conditions of the contract resulting from the resolution of an ICSR.
- (3) Changes to meeting schedules.

4. **Data Exchange Policy**

a. NPOESS contractors desiring data and information from another Government agency shall be solely responsible for identifying the desired information, the sources of that information, and for making the necessary arrangements for obtaining the information. The IPO shall not be responsible for ensuring the delivery of any information requested from another Government agency.

b. The following procedures will be followed to implement NPOESS contractor requests for data that fall into data categories 4c(3) and 4c(4):

- (1) NPOESS contractors shall request data from other contractors directly. NPOESS contractors shall submit courtesy copies of the request for data to the IPO through the ICSR process, as a matter for record. The ICSR shall detail the data requested (i.e., what portion of the SFR package), rationale for the data, and impact if not received.

- (2) No electronic or hard copy data shall be exchanged directly between NPOESS contractors without such data also being provided to the IPO. The IPO may request all data be supplied electronically.

c. The data covered by this policy includes all data sets, algorithms, documents, system studies and analyses, conceptual designs, technology developments, etc. performed or developed by Government agencies, NPOESS Contractors, and data submitted to the Government by other parties during the course of business (such as for marketing presentations) pertinent to the NPOESS Program. This pertinent data will be classified into the following categories:

- (1) Public Data. Public domain data developed by Government laboratories and agencies, Federally Funded Research and Development Centers (FFRDC), etc., without IPO direction. Data in this category will

be made available to NPOESS contractors to the fullest extent possible; commensurate with any ordinary restrictions imposed upon its availability. Examples of this type of data are algorithms currently used by the weather community and Government researchers, and research data obtained as a result of experiments supported by the Government. IPO approval is not required to obtain this public domain data.

(2) Unrestricted Data. Data developed by the IPO, or with IPO funding, which is not source selection information or proprietary, and to which no data rights restrictions apply. Data in this category will be made available to NPOESS contractors to the fullest extent possible. This material may include Internal Government Studies, early sensor and system architecture studies, atmospheric data sets, etc. Data that falls into this category includes the data contained in the IPO Contractor and Electronic Libraries. IPO approval is not required to obtain this data.

(3) IPO Developed. IPO Developed Data refers to data developed by the IPO or its support contractors, including FFRDCs. This data may be source selection information or proprietary. This category may include information and materials obtained from research, which is only partially funded by the IPO, and material contained in the IPO Government Library. Access to data in this category is generally limited by restrictions imposed by the developer or by the IPO. The Associate Director for Acquisition (or designee) will approve the release of data in this category. The IPO will consult with the originator before the data is released outside the Government, in accordance with applicable regulations and restrictions.

(4) Contractor Developed. Contractor-Developed Data refers to data developed by the PDRR and sensor contractors. This data is releasable to specified organizations outside the IPO with the approval of the developing organization. The release of this material may require the execution of non-disclosure agreements (NDAs) between non-Government parties involved in the data exchanges. The distribution of this material will be in conformance with Government and IPO policies for the handling and protection of proprietary or source selection information materials, and with any agreements established between the IPO and the contractors involved. All data whose distribution is restricted by export control laws must be clearly marked; contractors developing technical documents shall determine whether the documents contain data subject to export control or to withholding under DoD Directive 5230.25, *Withholding Unclassified Technical Data from Public Disclosure*, 6 November 1984; as implemented by AFI 61-204, *Disseminating Scientific And Technical Information*, 27 July 1997. The Associate Director for Acquisition (or designee) will review and concur in advance of the release of all materials included in this category. An example of this type of information is spacecraft and sensor accommodation data.

(5) Source Selection Information or Proprietary data. Data developed by industry (such as the sensor contractors and PDRR contractors) which is Source Selection Sensitive or proprietary. This data generally is exempt from release in response to Freedom of Information Act (FOIA) requests. Only the IPO PCO may authorize release of this type of data, in compliance with applicable law and regulations. An example of data in this category is a contractor's proposal in response to a solicitation, which currently is exempt from release in response to FOIA requests under the Federal Acquisition Regulations.

(6) Other. This data will be handled in a manner commensurate with the requirements for that material after consulting with the PCO and legal advisor.